

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint ) Application No. C-3046  
Application of NUI Capital Corp. )  
of Bedminster, New Jersey and )  
Telecom Acquisition Company, )  
LLC, of Bedminster, New Jersey, ) GRANTED  
seeking authority for approval )  
of a proposed transfer of )  
control of NUI Telecom, Inc. of )  
Bedminster, New Jersey. )  
 ) Entered: December 9, 2003

BY THE COMMISSION:

On October 29, 2003, an application was filed by NUI Telecom, Inc. (NUI) and NUI Capital Corp. (NUICC), both of Bedminster, New Jersey, seeking authority to transfer control of NUI to Telecom Acquisition Company, LLC (TAC) of Bedminster, New Jersey. Notice of the application was published in The Daily Record, Omaha, Nebraska, on October 31, 2003. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N     A N D     F I N D I N G S

The Parties:

NUI is a New Jersey corporation with its principal offices located in Bedminster, New Jersey. NUI was authorized to provide interexchange telecommunications services in this state on January 29, 2002, pursuant to Application No. C-2642.

NUICC is a privately-held Delaware Corporation with its headquarters in Bedminster, New Jersey. NUICC is the sole shareholder of NUI.

TAC is a privately-held New Jersey Limited Liability Company with its headquarters in Bedminster, New Jersey. TAC was organized to repurchase NUI.

Description of the Transaction:

NUI and NUICC request Commission approval for a proposed transaction that will result in transfer of control of NUI to TAC. TAC has reached an agreement with NUICC whereby, TAC will acquire all outstanding shares of capital stock of NUI, subject to certain regulatory approvals. Specifically, the proposed transfer of control will occur pursuant to the Stock Purchase Agreement (Agreement) between NUICC and TAC. Under this

Agreement, NUICC agrees to sell, assign, transfer, and deliver to TAC, and TAC agrees to purchase, assume, and receive from NUICC, all of NUICC's right, title, and interest at closing in all the capital stock of NUI.

TAC intends to retain all key NUI personnel, including senior management personnel. TAC believes the transfer of ownership and control will be transparent to, and have no adverse affect on, NUI's customers. As a result of the transaction, NUI will have access to the financial resources it needs to introduce new products and services and to respond to competition in the competitive telecommunications environment in Nebraska.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-3046 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 9th day of December, 2003.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director